

Edgar Filing: GERDAU SA - Form 20-F/A

GERDAU SA
Form 20-F/A
May 03, 2004

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 20-F/A
AMENDMENT NO. 1

☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(B) OR (G)
OF THE SECURITIES EXCHANGE ACT OF 1934
OR
☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (D)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2002

Commission file number 1-14878

GERDAU S.A.
(Exact Name of Registrant as Specified in its Charter)

Federative Republic of Brazil
(Jurisdiction of Incorporation or Organization)

N/A
(Translation of Registrant's name into English)

Av. Farrapos 1811
Porto Alegre, Rio Grande Do Sul - Brazil CEP 90220-005
(Address of principal executive offices) (Zip code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class -----	Name of Each Exchange in Which Registered -----
Preferred Shares, no par value per share, each represented by American Depositary Shares	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Securities for which there is a reporting obligation
pursuant to Section 15(d) of the Act:

None

The total number of issued shares of each class of stock of GERDAU S.A. as
of December 31, 2002 was:

39,590,941,783 Common Shares, no par value per share
74,527,528,780 Preferred Shares, no par value per share

Indicate by check mark whether the Registrant (1) has filed all reports
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of
1934 during the preceding 12 months (or such shorter period that the Registrant
was required to file such reports), and (2) has been subject to such filing
requirements for the past 90 days. Yes ☒ No

Indicate by check mark which financial statement item the Registrant has
elected to follow Item 17 Item 18 ☒ .

Edgar Filing: GERDAU SA - Form 20-F/A

EXPLANATORY NOTE

The Company is amending its Annual Report on Form 20-F for the year ended December 31, 2002 (the "Annual Report") to correct a typographical error in Exhibit 13.01 as originally filed.

No other changes are being made to the Annual Report, as originally filed, although Exhibits 12.01, 12.02, 13.01 and 13.02 have been refiled in their current form. The Annual Report, as amended by this amendment, continues to speak as of the date of its original filing, and the Company has not updated the disclosure as of a later date.

TABLE OF CONTENTS

	Page
INTRODUCTION.....	2
GLOSSARY.....	3
PART I.....	6
ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS.....	6
ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE.....	6
ITEM 3. KEY INFORMATION.....	6
ITEM 4. INFORMATION ON THE COMPANY.....	17
ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS.....	53
ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES.....	64
ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS.....	74
ITEM 8. FINANCIAL INFORMATION.....	75
ITEM 9. THE OFFER AND LISTING.....	81
ITEM 10. ADDITIONAL INFORMATION.....	86
ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.....	92
ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES.....	94
PART II.....	95
ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELIQUENCIES.....	95
ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS.....	96
ITEM 15. CONTROLS AND PROCEDURES.....	96
ITEM 16. AUDIT COMMITTEE FINANCIAL EXPERT.....	96
PART III.....	97
ITEM 17. FINANCIAL STATEMENTS.....	97
ITEM 18. FINANCIAL STATEMENTS.....	97
ITEM 19. FINANCIAL STATEMENTS AND EXHIBITS.....	97
CERTIFICATION OF CEO AND CFO	

Edgar Filing: GERDAU SA - Form 20-F/A

INTRODUCTION

Unless otherwise indicated, all references herein (i) to the "Company" or to "Gerdau" are references to Gerdau S.A., a corporation organized under the laws of the Federative Republic of Brazil ("Brazil") and its consolidated subsidiaries, (ii) to "Gerdau non-consolidated" are references to the Brazilian operations of the Company except Acominas which are carried out directly by Gerdau S.A. and numerical and financial information for Gerdau non-consolidated refers exclusively to Gerdau S.A. on a non-consolidated basis and, (iii) to "Preferred Shares" and "Common Shares" refer to the Company's authorized and outstanding preferred stock and common stock, designated as *acoes preferenciais* and *acoes ordinarias*, respectively, each without par value. All references herein to the "real," "reais" or "R\$" are to the Brazilian real, the official currency of Brazil. All references to (i) "U.S. dollars," "dollars" or "U.S.\$" are to United States dollars, (ii) "Canadian dollars" or "Cdn\$" are to Canadian dollars (iii) "billions" are to thousands of millions, (iii) "km" are to kilometers, and (iv) "tons" denote metric tons. All references herein related to the subsidiary companies in North America correspond to the new legal names of these companies after the merger with Co-Steel and subsequent change in names: Ameristeel Corp. has been renamed to Gerdau AmeriSteel US Inc. ("AmeriSteel"), Courtice Steel Inc. has been renamed to Gerdau AmeriSteel Cambridge Inc. ("Cambridge") and Gerdau MRM Steel Inc. is now named Gerdau AmeriSteel MRM Special Section Inc.

The Company has prepared the consolidated financial statements included herein in conformity with accounting principles generally accepted in the United States ("U.S. GAAP"). The investments in Sipar Aceros S.A. in Argentina (a 38% investment) and those of Gallatin Steel Co. in the United States, where Gerdau Ameristeel holds 50% of the total capital, are not consolidated but accounted for under the equity method of accounting in such consolidated financial statements.

Unless otherwise indicated, all information in this Annual Information Form is given as at December 31st, 2002. Subsequent developments are discussed in Item 8 - Significant changes.

CAUTIONARY STATEMENT WITH RESPECT TO FORWARD-LOOKING STATEMENTS

Statements made in this annual report with respect to the Company's current plans, estimates, strategies and beliefs and other statements that are not historical facts are forward-looking statements about the Company's future performance. Forward-looking statements include but are not limited to those using words such as "believe", "expect", "plans", "strategy", "prospects", "forecast", "estimate", "project", "anticipate", "may" or "might" and words of similar meaning in connection with a discussion of future operations or financial performance. From time to time, oral or written forward-looking statements may also be included in other materials released to the public. These statements are based on management's assumption's and beliefs in light of the information currently available to it. The Company cautions you that a number of important risks and uncertainties could cause actual results to differ materially from those discussed in the forward-looking statements, and therefore you should not place undue reliance on them. You also should not rely on any obligation of the Company to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The Company disclaims any such obligation. Risks and uncertainties that might affect the Company include, but are not limited to, (i) general economic conditions in the Company's markets, particularly levels of spending; (ii) exchange rates, particularly between the real and the U.S. dollar, and other currencies in which the Company makes significant sales or in which its assets and liabilities are denominated; and (iii) the outcome of contingencies.

GLOSSARY

A\$ or Argentinean pesos	Currency of Argentina - Pesos
Acominas	Aco Minas Gerais S.A. - Acominas
ADR	American Depositary Receipt
AmeriSteel	Gerdau AmeriSteel US Inc.
ANEEL	National electric power agency (Agencia Nacional Energia Eletrica)
Armafer	Fabrication shop in Brazil - Armafer Servicos de Construcao Ltda.
BACEN	Brazilian Central Bank (Banco Central do Brasil)
Banco Gerdau	Banco Gerdau S.A. - Financial institution controlled by Metalurgica Gerdau S.A.
BCCH	Chilean Central Bank
BNDES	National bank for social and economic development (Banco Nacional Desenvolvimento Economico e Social)
Bovespa	Sao Paulo Stock Exchange (Bolsa de Valores de Sao Paulo)
Bovespa Fix	Debenture trading system of Bovespa
Brazilian Corporate Law	Law number 6,404/76 and complements
Brazilian GAAP	Accounting Practices Adopted in Brazil
CADE	Administrative Council for Economic Defense (Conselho Administrativo de Defesa Economica)
Canadian Dollar	Canadian Currency
CBLC	Bovespa's clearing house (Companhia Brasileira de Liquidacao e Custodia)
Cd\$	Canadian Currency - Canadian dollar
CDI	Interbank deposit rates (Certificado de Deposito Interbancario)
Central Bank	Brazilian Central Bank (Banco Central do Brasil)
Clps\$ or Chilean pesos	Currency of Chile - Pesos
CIF	Cost, Insurance and Freight
CMR	Reference Basket of Currencies in Chile
COFINS	Tax for Social Security Financing (Contribuicao para o Financiamento da Seguridade Social)
Comercial Gerdau	Gerdau's retail arm in Brazil. Comercial Gerdau Ltda. - Merged into Gerdau S.A.
Common shares	Ordinary shares with voting right.
Cosinor	Companhia Siderurgica do Nordeste. Merged into by Metalurgica Gerdau S.A.
CPMF	Provisional Contribution on Financial Activities (Contribuicao Provisoria sobre Movimentacao Financeira)
CSN	Companhia Siderurgica Nacional
CST	Companhia Siderurgica de Tubarao
CVM	Brazilian Securities Commission (Comissao de Valores Mobiliarios)
DFESA	Dona Francisca Energetica S.A.
Dollar	US Currency
DRI plant	Able to produce sponge iron to be used in its crude steel production using iron ore and charcoal as its main raw materials
EAF	Electric Arc Furnace
Eletrobras	State-owned utility holding company. Brazilian Electricity Company (Centrais Eletricas Brasileiras S.A. - Eletrobras)
FINSOCIAL	Social Investment fund (Fundo de Investimento Social)
FOB	Free on board

Edgar Filing: GERDAU SA - Form 20-F/A

FUNRURAL	Rural Workers' Assistance Fund (Contribuicao ao Fundo de Assistencia ao Trabalhador Rural)
GDP	Gross Domestic Product
Gerdau Aconorte	Siderurgica Aconorte S.A.- Merged into Gerdau S.A.
Gerdau Acos Finos Piratini	Gerdau Acos Finos Piratini S.A. - Merged into Gerdau S.A.
Gerdau AmeriSteel	Gerdau AmeriSteel Corporation.
Gerdau AmeriSteel Cambridge	Gerdau AmeriSteel Cambridge Inc. (former Gerdau Courtice Steel Inc)
Gerdau AmeriSteel MRM Special Sections	Gerdau AmeriSteel MRM Special Sections Inc. (former Gerdau MRM Steel Inc.)
Gerdau AmeriSteel Perth Amboy	Gerdau AmeriSteel Perth Amboy Inc.
Gerdau AmeriSteel Sayreville	Gerdau AmeriSteel Sayreville Inc.
Gerdau AZA	Gerdau Aza S.A.
Gerdau Cosigua	Companhia Siderurgica da Guanabara - Cosigua (today Gerdau S.A.)
Gerdau Laisa	Gerdau Laisa S.A
Gerdau Metalicos	Unit of Gerdau S.A responsible for steel scrap purchasing
Gerdau Previdencia Privada	Gerdau S.A. pension plan administrator
Gerdau Usiba	Usina Siderurgica da Bahia S.A. - Merged into Gerdau S.A.
IBS	Brazilian Steel Institute (Instituto Brasileiro de Siderurgia)
ICMS	State Value Added Tax on Sales and Services (Imposto sobre Circulacao de Mercadorias e Servicos)
IGP-M	General Market Price Index (Indice Geral de Precos de Mercado - IGP-M)
IISI	International Iron and Steel Institute
IMF	International Monetary Fund
INDAC	INDAC - Industria Comercio e Administracao S.A. - Holding company that controls Metalurgica Gerdau S.A.
INPC	National Index for Consumer Prices (Indice Nacional de Precos ao Consumidor - INPC)
INSS	National Institute of Social Security (INSS). Social security contributions levied on employees payroll (Contribuicoes Previdenciarias)
IPCA	National Extended Consumer Price Index (Indice Nacional de precos Consumidor Amplo - IPCA)
IRPJ	Corporate Income Tax (Imposto de Renda Pessoa Juridica - IRPJ)
Latibex	Segment of Madrid Stock Exchange listing Latin American companies
MAE	A private non-profit institution, created under ANEEL